

**BYLAWS OF THE
PENNSYLVANIA DIVISION
of the
AMERICAN ASSOCIATION OF UNIVERSITY PROFESSORS**

(Adopted 10/7/2019)

ARTICLE I – OFFICES

1. The organization may have offices at such other places as the Executive Committee may from time to time appoint or the activities of the organization may require.

ARTICLE II – PURPOSE

1. The purpose of this Division shall be to facilitate more effective cooperation between professors and research scholars in colleges, universities, and professional schools with the goals of promoting the interests of higher education and increasing the usefulness of advancing the standards, ideals and welfare of the profession. The purpose of this Division shall also be to represent the interests of its members, to facilitate cooperation between chapters and members on matters of educational concern to them and to the state, and to promote the general objectives of the American Association of University Professors.

ARTICLE III – MEMBERS

1. Members shall have the following qualifications:
 - (1) Be dues-paying members of the American Association of University Professors;
 - (2) Be residents of the Commonwealth of Pennsylvania and/or currently or formerly associated with an institution of higher education in Pennsylvania; or
 - (3) Meet other qualifications as may be established from time to time by the Executive Committee.

ARTICLE IV – EXECUTIVE COMMITTEE

1. Number and Qualifications: The Executive Committee shall consist of the elected Officers, the immediate Past President, and four (4) members elected at large. Each member of the Executive Committee shall be a member of AAUP as described in Article III, above.

2. Selection and Term: The officer members of the Executive Committee shall be elected for a term of two (2) years in even-numbered years by a plurality vote of the Members in an election conducted in conjunction with the national AAUP, or in the absence thereof, by the PA AAUP. The at-large members of the Executive Committee shall be elected for a term of four (4) years, with two (2) new members elected in even-numbered years. The term of the officer members of the Executive Committee shall be contemporaneous with their term as an officer, or until their successor shall be elected and shall qualify. At-large members may seek immediate re-election.
3. Elections: The President shall appoint a nominating committee of up to three (3) members in late summer, no later than October 1, to nominate elected officers and members elected at large of the Executive Committee. The nominating committee shall solicit nominees from the chapters and from members early in the fall of an election year, and then prepare a slate of nominees by the end of the fall semester, and no later than December 21. Candidates may be self-nominated or nominated by others by petition endorsed by four (4) members from four (4) chapters; provided, however, that candidates nominated by others must be willing to so serve. The newly elected officers and members at large of the Executive Committee shall take office two (2) weeks after the announcement of the results, and no later than May 1.
4. Powers: The Executive Committee shall manage the business and affairs of this organization; shall select, fix salaries and duties and determine the length of appointment of employees of the Division; and shall specify the date, time, place and agenda of the annual meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Executive Committee may exercise all such powers of an organization and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised or done by any other body.
5. Meetings: The meetings of the Executive Committee shall be held at least three (3) times per year at such times and at such places within this Commonwealth, or elsewhere, as the President may from time to time appoint. This may be designated in the notice calling the meeting. In addition, a majority of the Executive Committee may petition the President to call a meeting, which the President shall call within a reasonable time (not less than one month).

Meetings of the Executive Committee may be held via e-mail or electronic communication. Such a meeting may be called by the President or by a majority of the Executive Committee. The meeting may be asynchronous, with a reasonable time limit fixed by the Chair. A report of the meeting shall be made at the next regular meeting of the Executive Committee and become part of the Minutes of that meeting. In the event that a member of the Executive Committee is unable to participate in such e-mail or electronic communication meeting, the Secretary shall provide written copies of all e-mails or electronic communications to such member, and their vote, if any, shall be sent

in writing to the Chair.

6. Notice: Written or personal notice of every meeting of the Executive Committee shall be given to each member of the Executive Committee at least five (5) days prior to the day named for the meeting.
7. Quorum: A majority of the Executive Committee in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the acts of the Executive Committee.

Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Executive Committee members in office and shall be filed with the Secretary of the organization.

The members of the Executive Committee present at a duly organized meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members of the Executive Committee who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of the Executive Committee at least 5 days prior to the day named for the second adjourned meeting.

8. Chairperson: The President shall serve as the Chair of the Executive Committee. At every meeting of the Executive Committee, the Chair or their designee, or in the absence of either of them, a chair chosen by majority vote of the Executive Committee present and entitled to a vote, shall act as chair of the meeting.

The Secretary, or in their absence, a person appointed by the chairperson, shall act as Secretary of the meeting.

9. Committees: The Executive Committee may, by resolution adopted by a majority of the Members of the Executive Committee in office, establish one or more committees to consist of one or more Executive Committee members or members of the Division; members who are not on the Executive Committee will be non-voting members.

Any such committee, to the extent provided in the resolution of the Executive Committee or

in the By-Laws, shall have and may exercise all of the powers and authority of the Executive Committee, except that no such committee shall have any power or authority as to the following:

- (a) The adoption, amendment or repeal of the Bylaws;
 - (b) The amendment or repeal of any resolution of the Executive Committee;
 - (c) Action on matters committed by the Bylaws or resolution of the Executive Committee to another committee of the Executive Committee; or
 - (d) The execution of contracts binding the organization.
10. Alternate Committee Members: The Executive Committee may designate one or more members of the Executive Committee or members of the Division as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Executive Committee or member of the Division to act at the meeting in the place of any such absent or disqualified member. Each committee of the Executive Committee shall serve at the pleasure of the Executive Committee.
11. Not to Profit: No member of the Executive Committee or member of their immediate family shall realize profit, incidental or otherwise, from any transaction with the organization or the Executive Committee of the organization without unanimous approval of the Executive Committee.
12. Suspension or Expulsion: The Executive Committee, by affirmative vote of two-thirds of all of the members of the Executive Committee, may suspend or expel a member of the Executive Committee for cause after an appropriate hearing held pursuant to Robert's Rules. Any member of the Executive Committee who is suspended, expelled or removed shall be replaced by appointment by a majority of the Executive Committee.
13. Vacancies: The Executive Committee may declare vacant the office of a member if they are declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of their selection, they do not accept such office either in writing or by attending a meeting of the Executive Committee and fulfill such other requirements of qualification as the By-Laws may specify. The board may consider vacant the office of a member who does not attend two consecutive meetings and shall consider vacant any member who does not attend three consecutive meetings. Any office so declared vacant shall be filled by appointment by a majority of the Executive Committee.
14. Resignations: Any member of the Executive Committee may resign at any time by giving written notice to the Secretary of the organization. Such resignation shall take effect at the date of the receipt of such notice or at any time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it

effective. Any member of the Executive Committee who resigns shall be replaced by appointment by a majority of the Executive Committee.

15. Fiduciary Duties: A member of the Executive Committee shall stand in a fiduciary relation to the organization and shall perform their duties as a member, including their duties as a member of any committee of the Executive Committee upon which they may serve, in good faith, and in a manner they reasonably believes to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing their duties, a member of the Executive Committee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (1) One or more officers or employees of the organization whom the member of the Executive Committee reasonably believes to be reliable and competent in the matters presented.
- (2) Counsel, public accountants or other persons as to matters that the member of the Executive Committee reasonably believes to be within the professional or expert competence of such person.
- (3) A committee of the Executive Committee upon which they do not serve, duly designated in accordance with law, as to matters within the designated authority, which the member of the Executive Committee reasonably believes to merit confidence.

A member of the Executive Committee shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

In discharging the duties of their respective position, the Executive Committee, committees thereof and individual members of the Executive Committee may, in considering the best interests of the organization, consider the effects of any action upon employees, upon suppliers and clients of the organization and upon communities in which offices or other establishments of the organization are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Actions taken as a member of the Executive Committee, or any failure to take any action, shall be presumed to be in the best interests of the organization in the absence of a breach of fiduciary duty, lack of good faith or self-dealing.

ARTICLE V - OFFICERS

1. The officers of the organization shall be President, President-Elect, Secretary, Treasurer, and such other officers and assistant officers as the needs of the organization may require.

The President, President-Elect and Secretary shall be natural persons of full age; the Treasurer, however, may be an organization, but if a natural person shall be of full age. They shall hold their offices for a term of two years and until their successor shall be selected and shall qualify.

Each officer shall have such authority as shall from time to time be prescribed by resolution of the Executive Committee. The Executive Committee may secure the fidelity of any or all such officers by bond or otherwise.

2. The President shall serve as the chief executive officer of the organization; shall preside and chair all meetings of the Executive Committee and meetings of the Division; with the advice and consent of the Executive Committee shall appoint members and chairs of all committees of the Executive Committee and standing committees and councils of the Division, designate the chairperson(s) and name new or special committees as the need arises, except for the Executive Committee; and shall be the spokesperson for and promote the interests of the organization.
3. The President-Elect shall preside at meetings of the Division or at the Executive Committee in the absence of the President, and they shall succeed to the office of President at the end of the incumbent's term. In the case of a vacancy in the office of President, the President-Elect shall assume the duties of the President for the unexpired term. At the conclusion of the unexpired term, the President-Elect shall serve a regular term. .
4. The Secretary, or their designee, or in the absence thereof, the designee of the Executive Committee, shall attend all sessions of the Executive Committee and the Division and act as clerk thereof, and record all the votes of the organization and the minutes of all its transactions in a book or electronic record to be kept for that purpose; and shall perform like duties for all committees of the Executive Committee and the Division when required. They shall give, or cause to be given, notice of all meetings of the Executive Committee and the Division, and shall perform such other duties as may be prescribed by the Executive Committee or President, under whose supervision they shall be.
5. The Treasurer, or such other person or entity whom the Executive Committee may empower, shall have custody of the funds and securities of the organization and shall keep full and accurate accounts of receipts and disbursements in books or electronic records belonging to the organization, and shall keep the moneys of the organization in a separate account to the credit of the organization. They shall disburse the funds of the organization as

may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the President and the Executive Committee, at the regular meetings of the Executive Committee, or whenever they may require it, and account of all their transactions as Treasurer and of the financial condition of the organization.

6. Any officer may resign at any time by giving written notice to the Executive Committee or to the Secretary of the organization. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI – DIVISION

1. The Annual Meeting of the Division shall be held at a time and place to be determined by the Executive Committee.
2. Special meetings of the Division may be called by the President in consultation with the Executive Committee.
3. The passage of motions at an Annual or Special meeting of the Division shall require a majority of the members present and voting.
4. Membership attendance from at least five (5) chapters shall constitute a quorum at an Annual or Special meeting of the Division.
5. The Division may have the following standing committees:

[Committee A on Academic Freedom and Tenure](#)
[Committee on Academic Professionals](#)
[Committee on College and University Governance](#)
[Committee on Community Colleges](#)
[Committee on Contingency and the Profession](#)
[Committee on the Economic Status of the Profession](#)
[Committee on Government Relations](#)
[Committee on Graduate and Professional Students](#)
[Committee on Historically Black Institutions and Scholars of Color](#)
[Committee on Professional Ethics](#)
[Committee on Sexual Diversity and Gender Identity](#)
[Committee on Teaching, Research and Publication](#)
[Committee on Women in the Academic Profession](#)

The President and Executive Committee may also choose to establish other committees, caucuses or alliances as deemed necessary. However, appointed members who are not on the Executive Committee will be non-voting members.

ARTICLE VII – BOOKS AND RECORDS

1. The organization shall keep an original or duplicate record of the proceedings of the Executive Committee, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the organization, and an original or a duplicate register, giving the names of the members of the Executive Committee, and showing their respective addresses.
2. The organization shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the organization in this Commonwealth, or at its principal place of business wherever situated.
3. Every member of the Executive Committee shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the register, books and records of account, and records of the proceedings of the Executive Committee and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Executive Committee. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the member of the Executive Committee.
4. The demand under oath shall be directed to the organization at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE VIII - TRANSACTION OF BUSINESS

1. The organization shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Executive Committee. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the organization involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in or doing, may make an incidental profit. All such incidental profits shall be applied

to the maintenance and operation of the lawful activities of the organization, and in no case shall be divided or distributed in any manner whatsoever among the Trustees or officers of the organization.

3. Such officer or officers as the Executive Committee may from time to time designate shall sign all checks or demands for money and notes of the organization

ARTICLE IX - ANNUAL REPORT

1. The President and Treasurer shall present annually to the Executive Committee a report showing in appropriate detail the following:
 - (a) The assets and liabilities, including the trust funds, of the organization as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the organization.
 - (d) The expenses or disbursements of the organization, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the organization.

This report shall be filed with the minutes of the annual meeting of the Executive Committee.

ARTICLE X - GIFTS, MANAGEMENT OF PROPERTY, AUDITS

1. Gifts: The organization shall have power to accept contributions of cash or property from public bodies, organizations, individuals, foundations, trusts and others for one or more of its purposes and limited in any manner provided by the donor or by the court having jurisdiction of the trust from which a gift is made.
2. Sources of Gifts; Management: Gifts may be made directly to the organization or through a Trustee, with the organization named as beneficiary, and when so directed by the terms of the gift, the custody or management of property constituting the corpus of a gift may be turned over to a bank or other organization or individual for handling.
3. Special Gifts: Gifts may be made for the general purposes of the organization or may be limited for the benefit of a particular activity or in such other manner as the donor may prescribe if in furtherance of one or more of the purposes of the organization.

4. Investments. All funds available for investment may be invested in such securities or other property as the Executive Committee, or its duly authorized officers, may direct. The organization shall have power to rent, lease, sell or otherwise dispose of, any or all of the property of the organization, invest and reinvest the proceeds received from the sale or disposition in other property or securities, real, personal and mixed, and repeat the exercise of these powers as occasion therefore may arise, and may execute any and all leases, deeds or other instruments necessary or proper in the management of the funds and property of the organization.
5. Audit. The Executive Committee may cause the books of the organization to be audited by an independent public accountant. Where so requested by a donor, the organization shall give a separate accounting of the funds or property given by such donor showing all receipts and disbursements and the manner in which any balance is invested.
6. Power to Refuse Gifts. The Executive Committee shall have power to refuse a gift or devise if it determines that acceptance of such gift is not in the best interest of the organization, or any condition attached to the gift or devise is not in furtherance of the purposes of the organization.

ARTICLE XI - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by facsimile or e-mail transmission, to their address appearing on the books of the organization, supplied by him/her to the organization for the purpose of notice. If the notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute of these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provision of the statute of By-Laws of this organization, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII - MISCELLANEOUS PROVISIONS

1. The fiscal year of the organization shall begin on the first day of January.
2. One or more persons may participate in a meeting of the Executive Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE XIII – LIMITATION OF PERSONAL LIABILITY AND INDEMNIFICATION OF EXECUTIVE COMMITTEE AND OFFICERS

1. Limitation of Personal Liability: A member of the Executive Committee of the organization shall not be personally liable for monetary damages, as such for any action taken, or any failure to take any action, unless:
 - (a) the member has breached or failed to perform the duties of their office as defined in Section 2 below; and
 - (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a member pursuant to any criminal statute; or (b) the liability of a trustee or officer for the payment of taxes pursuant to local, state or federal law.

2. Standard of Care and Justifiable Reliance:
 - (a) A member of the Executive Committee of the organization shall stand in a fiduciary relationship to the organization, and shall perform their duties as a trustee, including their duties as a member of any committee of the Executive Committee upon which they may serve, in good faith, in a manner they reasonably believes to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a trustee or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (i) One or more officers or employees of the organization whom the trustee or officer reasonably believes to be reliable and competent in the matters presented;
 - (ii) Counsel, public accountants or other persons as to matters which the trustee or officer reasonably believes to be within the professional or

- expert competence of such person;
- (iii) A committee of the Executive Committee upon which they do not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence.

A trustee or officer shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

- (b) In discharging the duties of their respective positions, the Executive Committee, committees of the Executive Committee and individual trustees and officers may, in considering the best interests of the organization, consider the effects of any action upon employees, upon persons with whom the organization has business and other relations and upon communities which the offices or other establishments of or related to the organization are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
 - (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a trustee or officer, or any failure to take any action, shall be presumed to be in the best interests of the organization.
3. Indemnification in Third-Party Proceedings: The organization shall indemnify any Executive Committee member who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that they are or were a representative of the organization, against expenses (including but not limited to attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner reasonably believed to be in, or not opposed to, to the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. For the purposes of this indemnification, a person may have (1) acted in good faith, or in a manner which they reasonably believed was in, or not opposed to, the best interests of the organization, or (2) had reasonable cause to believe that their conduct was lawful, even though a judgment, order, settlement, conviction or plea of *nolo contendere* terminates an action, suit or proceeding.
4. Indemnification in Derivative Actions: The organization shall indemnify any Executive Committee member who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that they are or were a representative of the organization, against expenses (including but not limited to attorneys' fees)

actually and reasonably incurred in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the organization, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the organization unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

5. Mandatory Indemnification: Notwithstanding any contrary provision of the articles or these bylaws, to the extent that a trustee or officer of the organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3 or Section 4 above, they shall be indemnified against expenses (including but not limited to attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
6. Advancing Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Committee in a specific case, upon receipt of an undertaking by or on behalf of the representative to repay such amount.
7. Indemnification of Former Representatives: Each such indemnity may continue as to a person who has ceased to be a representative of the organization and may inure to the benefit of the heirs, executors and administrators of such person.
8. Insurance: The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was an Executive Committee member, employee or agent of the organization or is or was serving at the request of the organization as an Executive Committee member, employee or agent of another organization, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the organization would otherwise have the power to indemnify such person against such liability.
9. Reliance on Provisions: Each Executive Committee member who shall act as an authorized representative of the organization shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.
10. Interpretation: The provisions of this Article are intended to constitute bylaws authorized by 15 Pa.C.S. § 513 and 1746 and 42 Pa.C.S. § 8365.

ARTICLE XIV- AMENDMENTS

1. Bylaws, except Article XIV number 2, may be adopted, amended or repealed by the vote of members of the Executive Committee entitled to cast at least a majority of the votes which all members present are entitled to cast at any regular or special meeting duly convened after notice of that purpose.
2. All changes to the bylaws must be reviewed and accepted, or rejected, by the members at the next annual meeting.